

(SAMPLE LETTER OF TRANSMITTAL)

P97000012496

DATE January 30, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Precision Racing Products, Inc.
(Name of Corporation)

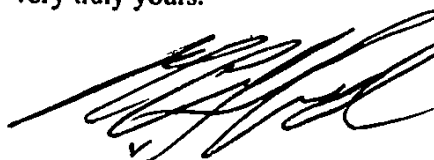
Gentlemen:

000002080100--7
-02/06/97--01047--016
****122.50 ****122.50

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.



Marc C. Garland
(Individual's Name)

FILED
97 FEB -5 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2697
TK

Precision Racing Products, Inc.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION

Precision Racing Products, Inc.

8524 Rees Street
Port Richey, FL 34668

PHONE

(813) 842-1950

Area Code

Number

Ext.

ARTICLES OF INCORPORATION

of

Precision Racing Products, Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Precision Racing Products, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

Seven Thousand Five Hundred

The corporation is authorized to issue **(7,500)** shares of common stock, par value \$ **1.00** per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	8524 Rees Street		
CITY	Port Richey	FLORIDA	ZIP 34668
Mailing address, if different			
STREET ADDRESS	Same as above		
CITY	Port Richey	FLORIDA	ZIP 34668

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Marc C. Garland		
ADDRESS	8524 Rees Street		
CITY	Port Richey	FLORIDA	ZIP 34668

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97 FEB - 5 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Marc C. Garland		
ADDRESS	7500 Cypress Knee Drive		
CITY	Hudson	STATE	Florida
		ZIP	34667
NAME	Kim M. Garland		
ADDRESS	7500 Cypress Knee Drive		
CITY	Hudson	STATE	Florida
		ZIP	34667
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Marc C. Garland		
ADDRESS	7500 Cypress Knee Drive		
CITY	Hudson	STATE	Florida
		ZIP	34667
NAME	Kim M. Garland		
ADDRESS	7500 Cypress Knee Drive		
CITY	Hudson	STATE	Florida
		ZIP	34667
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

The undersigned incorporator(s) have executed these Articles of Incorporation this 30th day of January, 19 97


Marc C. Garland (Signature)


Kim M. Garland (Signature)

(Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Precision Racing Products, Inc.
(name of corporation)

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97 FEB - 5 PM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 8524 Rees Street

Port Richey, Florida 34668

has named Marc C. Garland

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Marc C. Garland, President
(Signature)

January 30, 1997
(Date)